

ALBRIGHT, STODDARD, WARNICK
& ALBRIGHT
G. MARK ALBRIGHT
Nevada Bar No. 1394
MARTIN MUCKLEROY
Nevada Bar No. 9634
801 South Rancho Drive
Quail Park Suite D 4
Las Vegas, NV 89106
Telephone: 702/384-7111
702/384-0605 (fax)

Liaison Counsel

COUGHLIN STOIA GELLER
RUDMAN & ROBBINS LLP
ARTHUR C. LEAHY
SHANNON M. MATERA
MATTHEW I. ALPERT
655 West Broadway, Suite 1900
San Diego, CA 92101
Telephone: 619/231-1058
619/231-7423 (fax)

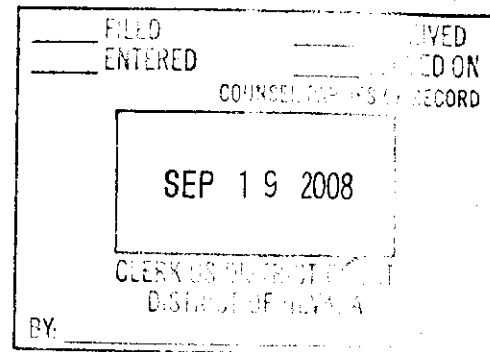
Lead Counsel for Plaintiffs

[Additional counsel appear on signature page.]

UNITED STATES DISTRICT COURT

DISTRICT OF NEVADA

In re SUNTERRA CORP. SECURITIES)	Master File No. 2:06-cv-00844-BES-RJJ
LITIGATION)	
)	<u>CLASS ACTION</u>
)	
This Document Relates To:)	JOINT STIPULATION AND ORDER
)	REGARDING WITHDRAWAL WITHOUT
ALL ACTIONS.)	PREJUDICE OF DEFENDANTS' MOTIONS
)	TO DISMISS AND PLAINTIFFS' MOTION
)	TO STRIKE



WHEREAS, Defendants' Motions to Dismiss the Consolidated Complaint ("Motions to Dismiss") currently are pending (Doc. Nos. 77, 84, 87);

WHEREAS, Plaintiffs' Motion to Strike currently is pending (Doc. Nos. 94-95);

WHEREAS, the parties negotiated a settlement in principal that will resolve this action;

WHEREAS, the parties have agreed that their resolution of the Motions to Dismiss and Motion to Strike may be rendered moot by the settlement.

IT IS STIPULATED AND AGREED by the parties, through their respective counsel of record, as follows:

1. Defendants hereby withdraw their pending Motions to Dismiss;
2. Defendants' withdrawal of their Motions to Dismiss is without prejudice to re-filing at a later date;
3. Plaintiffs hereby withdraw their pending Motion to Strike;
4. Plaintiffs' withdrawal of their Motion to Strike is without prejudice to re-filing at a later date; and
5. The parties do not waive or default any rights they have or may have had by withdrawing and later re-filing their Motions.

DATED this 19th day of September, 2008.

COUGHLIN STOIA GELLER
RUDMAN & ROBBINS LLP
ARTHUR C. LEAHY
SHANNON M. MATERA
MATTHEW I. ALPERT

WEIL, GOTSHAL & MANGES LLP
MIRANDA S. SCHILLER

s/ ARTHUR C. LEAHY
ARTHUR C. LEAHY

s/ MIRANDA S. SCHILLER
(w/permission)
MIRANDA S. SCHILLER

655 West Broadway, Suite 1900
San Diego, CA 92101
Telephone: 619/231-1058
619/231-7423 (fax)

COUGHLIN STOIA GELLER
RUDMAN & ROBBINS LLP
JONATHAN M. STEIN
120 East Palmetto Park Road, Suite 500
Boca Raton, FL 33432
Telephone: 561/750-3000
561/750-3364 (fax)

ALBRIGHT, STODDARD, WARNICK
& ALBRIGHT
G. MARK ALBRIGHT
Nevada Bar No. 1394
MARTIN MUCKLEROY
Nevada Bar No. 9634
801 South Rancho Drive
Quail Park, Suite D 4
Las Vegas, NV 89106
Telephone: 702/384-7111
702/384-0605 (fax)

VANOVERBEKE MICHAUD &
TIMMONY, P.C.
THOMAS C. MICHAUD
79 Alfred Street
Detroit, MI 48201
Telephone: 313/578-1200
313/578-1201 (fax)

SULLIVAN, WARD, ASHER &
PATTON, P.C.
CYNTHIA J. BILLINGS
25800 Northwestern Highway
1000 Maccabees Center
Southfield, MI 48075-1000
Telephone: 248/746-0700
248/746-2760 (fax)

Attorneys for Plaintiffs

767 Fifth Avenue
New York, NY 10153
Telephone: 212/310-8000
212/310-8007 (fax)

WEIL, GOTSHAL & MANGES LLP
VANCE L. BEAGLES
YOLANDA CORNEJO GARCIA
ERIN ECKOLS
200 Crescent Court, Suite 300
Dallas, TX 75201
Telephone: 214/746-7700
214/746-7777 (fax)

HALE LANE PEEK DENNISON &
HOWARD
J. STEPHEN PEEK
Nevada Bar No. 1758
JUSTIN C. JONES
Nevada Bar No. 8519
3930 Howard Hughes Parkway, Fourth Floor
Las Vegas, Nevada 89169
Telephone: 702/222-2500
702/365-6940 (fax)

Attorneys for Defendant Sunterra Corporation

DEBEVOISE & PLIMPTON LLP
W. NEIL EGGLESTON
SCOTT AUBY

s/ W. NEIL EGGLESTON
(w/permission)

W. NEIL EGGLESTON

555 Thirteenth Street, N.W., Suite 1100E
Washington, D.C. 20004
Telephone: 202/383-8000
202/383-8118 (fax)

Attorneys for Defendant Steven E. West

CARRINGTON, COLEMAN, SLOMAN
& BLUMENTHAL, LLP
BRUCE COLLINS
SHELBI L. BARNHOUSE

s/ BRUCE COLLINS
(w/permission)

BRUCE COLLINS

901 Main Street, Suite 5500
Dallas, TX 75202
Telephone: 214/855-3000
214/855-1333

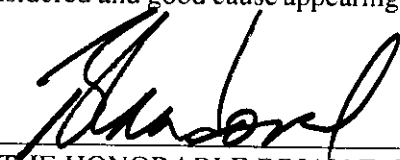
Attorneys for Defendant Nicholas J. Benson

ORDER

The above stipulation having been considered and good cause appearing therefore, **IT IS SO**

ORDERED.

DATED: 9-19-08



THE HONORABLE BRIAN E. SANDOVAL
UNITED STATES DISTRICT JUDGE

S:\CasesSD\Sunterra 06\STP00054248.doc

CERTIFICATE OF SERVICE

I hereby certify that on September 19, 2008, I electronically filed the foregoing with the Clerk of the Court using the CM/ECF system which will send notification of such filing to the e-mail addresses denoted on the attached Electronic Mail Notice List, and I hereby certify that I have mailed the foregoing document or paper via the United States Postal Service to the non-CM/ECF participants indicated on the attached Manual Notice List.

I certify under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on September 19, 2008.

s/ ARTHUR C. LEAHY

ARTHUR C. LEAHY

COUGHLIN STOIA GELLER
RUDMAN & ROBBINS LLP
655 West Broadway, Suite 1900
San Diego, CA 92101-3301
Telephone: 619/231-1058
619/231-7423 (fax)
E-mail: ArtL@csgrr.com

Mailing Information for a Case 2:06-cv-00844-BES-RJJ

Electronic Mail Notice List

The following are those who are currently on the list to receive e-mail notices for this case.

- **Ramzi Abadou**
ramzia@csgrr.com,e_file_sd@csgrr.com
- **Mark Albright**
gma@albrightstoddard.com
- **Matthew I. Alpert**
malpert@csgrr.com
- **Scott N. Auby**
snauby@debevoise.com
- **Patricia Avery**
pavery@wolfpopper.com
- **Shelbi L Barnhouse**
tmapes@ccsb.com,sbarnhouse@ccsb.com
- **Vance L. Beagles**
vance.beagles@weil.com
- **Bruce W Collins**
bcollins@ccsb.com,rbell@ccsb.com
- **Erin Danielle Eckols**
erin.eckols@weil.com
- **W. Neil Eggleston**
wneggles@debevoise.com
- **Yolanda C. Garcia**
yolanda.garcia@weil.com,christy.downey@weil.com,erin.eckols@weil.com
- **James J. Jackson**
receptionist@thorndal.com,jjackson@thorndal.com
- **Justin C. Jones**
jcjones@hollandhart.com,clein@hollandhart.com,agabler@halelane.com,lvfedecf@halelane.com,
- **Will Kemp**
m.jacobs@hkj-law.com

- **Arthur C. Leahy**
artl@csgrr.com,hectorm@csgrr.com,e_file_sd@csgrr.com
- **William S. Lerach**
e_file_sd@csgrr.com
- **Shannon M. Matera**
smckenna@csgrr.com,hectorm@csgrr.com,e_file_sd@csgrr.com
- **Brian O O'Mara**
brian@omaralaw.net,val@omaralaw.net
- **J. Stephen Peek**
speek@hollandhart.com,mdalluge@hollandhart.com,clein@hollandhart.com,lvfedecf@halelane.cc
- **Darren J. Robbins**
e_file_sd@csgrr.com
- **Miranda S. Schiller**
miranda.schiller@weil.com
- **Erin W. Sheehy**
ewsheehy@debevoise.com
- **John L Thorndal**
receptionist@thorndal.com,ann@thorndal.com,jlt@thorndal.com

Manual Notice List

The following is the list of attorneys who are **not** on the list to receive e-mail notices for this case (who therefore require manual noticing). You may wish to use your mouse to select and copy this list into your word processing program in order to create notices or labels for these recipients.

Shaye J Fuchs

Zwerling Schachter Zwerling, LLP
41 Madison Avenue
32nd Floor
New York, NY 10010

Michael Schwartz

Wolf Popper LLP
845 Third Avenue
New York, NY 10022

Richard A Speirs

Zwerling Schachter Zwerling, LLP
41 Madison Avenue
32nd Floor
New York, NY 10010

Jeffrey C Zwerling

Zwerling Schachter & Zwerling, LLP
41 Madison Avenue

32nd Floor
New York, NY 10010